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**WALSH COLUCCI
LUBELEY EMRICH
& WALSH PC**

March 10, 2010

Via Hand Delivery

Ms. Ginny Rowen
Loudoun County Department of Planning
One Harrison Street, S.E., Third Floor
Leesburg, VA 20177

Re: Final Referral Responses; ZRTD 2009-0003: Steeplechase Sportsplex

Dear Ms. Rowen:

On behalf of **Steeplechase Sportsplex, LLC** (the "Applicant"), I am providing this letter as a written response to the referral agency comments in the above-referenced application. For your convenience, each of the Staff comments are stated below and the Applicant's responses follow in bold. We look forward to establishing a hearing date before the Loudoun County Planning Commission.

**LOUDOUN COUNTY DEPARTMENT OF PLANNING – COMMUNITY PLANNING
(KELLY WILLIAMS (1/ 5/2010))**

1. The Revised General Plan provides policy direction encouraging property owners within the Route 28 Tax District to convert from the 1993 Zoning Ordinance to the Revised 1993 Loudoun County Zoning Ordinance in order to provide consistent development patterns within the District. The Plan states: "The County will look at developing incentives to encourage Route 28 Tax District landowners to opt into the revised zoning ordinance" (Revised General Plan, Chapter 4, Economic Development Policy 14). As such, the proposed conversion to the most current Zoning Ordinance is appropriate. Staff supports the proposed conversion.

Applicant Response: Comment noted.

**LOUDOUN COUNTY DEPARTMENT OF BUILDING AND DEVELOPMENT –
ZONING ADMINISTRATION (TERESA MILLER, 1/14/2010)**

1. Section 6-1211(E)(5) – The applicant has stated the subject property contains no major or minor floodplain. The property contains approximately 5.22 acres of major floodplain. The statement of justification will need to be updated accordingly and the effect on the major floodplain, if any.

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ATTORNEYS AT LAW

Applicant Response: The Statement of Justification and Note 6 on the Cover Sheet have been updated to correspond with Staff's recommendation. A copy of the Statement of Justification is enclosed.

2. Please update the application number on all sheets as necessary to reference the application number ZRTD-2009-0003.

Applicant Response: The ZRTD print set has been revised to correspond with Staff's recommendation.

3. Note 8 on Sheet 1 states the current use of the property, recreation establishment indoor, is a permitted use per Section 4-503(NN) of the Revised 1993 Loudoun County Zoning Ordinance. To be a permitted use, the applicant will need to demonstrate the performance standards set forth in Section 4-503(NN) (1) and (2) can be met. If it cannot be demonstrated these performance standards can be met, the use will continue to be a special exception use under the 1993 Zoning Ordinance and will still be subject to the special exception plat and conditions of approval associated with SPEX-2002-0029.

Applicant Response: Noted. The Applicant will meet or modify (if applicable) all zoning ordinance requirements and performance standards set forth in 4-503(NN)(1) and (2) at time of site plan.

4. Section 6-1508 states the required contents for a Concept Development Plan. Please update the plan to include the requirements as listed in Section 6-1508 such as maximum floor area ratio, maximum lot coverage, maximum building height, setbacks, buffer yards, etc.

Applicant Response: The Cover Sheet has been revised to correspond with Staff's recommendation.

5. Sheet 2 will need to be updated to show the setbacks and yards as required per the Revised 1993 Loudoun County Zoning Ordinance. Currently, the application shows setbacks as required by the 1972 Zoning Ordinance. Be sure to label yards as required in Section 4-500 as well as Section 5-900

Applicant Response: The yard setbacks have been updated to correspond with the Revised 1993 Loudoun County Zoning Ordinance instead of the 1972 Loudoun County Zoning Ordinance. Please note that this increased the Subject Property's building setback from Atlantic Boulevard from 50' to 75'.

6. The scale listed on Sheet 2 appears to be incorrect. The scale is listed as 1"= 100'; however the scale appears to be 1" = 50'. Please verify the scale and update as necessary.

Applicant Response: The scale in the title block of Sheet 2 has been revised to correspond with Staff's recommendation to read 1" = 50'.

7. Staff requests to see proffers in conjunction with the second submission for this application.

Applicant Response: A set of proffers are enclosed.

LOUDOUN COUNTY DEPARTMENT OFFICE OF TRANSPORTATION SERVICES
(GEORGE PHILLIPS, 2/25/2010)

1. The specific uses proposed with this application have not been detailed. OTS understands that zoning conversions typically do not involve a specified land use and that the Board of Supervisors wishes to facilitate the conversions by not requiring detailed plans and studies. Therefore, OTS is not making specific observations and recommendations regarding traffic impacts for this proposed conversion.

Applicant Response: Comment noted.

2. Due to the absence of specific development information, the Applicant's concept development plan cannot be evaluated for specific transportation related improvements. Therefore, it is unclear what site-specific transportation related improvements would be needed.

Applicant Response: Comment noted.

3. Due to the general nature of this type of proposal, OTS has provided comments for information only and, therefore, has no recommendation on this application.

Applicant Response: Comment noted.

Very truly yours,

WALSH, COLUCCI, LUBELEY,
EMRICH & WALSH, P.C.



Andrew A. Painter

Enclosures, as stated

cc: Mr. Barry Gudelsky, Steeplechase Sportsplex, LLC
Mr. Mitchell Rosenfeld, Esq.
Mr. Benjamin Rose, Bowman Consulting Group, Ltd.
Mr. William J. Keefe, AICP, Walsh Colucci

L0188177.DOC

PROFFER STATEMENT

ZRTD 2009-0003 Steeplechase Sportsplex, LLC

March 10, 2010

Steeplechase Sportsplex, LLC, the Owner of the property described as Steeplechase Section 2, Lot 12A, and designated as Loudoun County Tax Map Number 80 ((20)) Parcel 12 (MCPI #031-46-0125), (the "Applicant"), on behalf of itself and its successors in interest, hereby voluntarily proffers that in the event that the above referenced parcel (the "Property") is rezoned by the Loudoun County Board of Supervisors (herein after referred to as "the County") to the PD-OP Planned Development Office Park zoning district administered under the Revised 1993 Zoning Ordinance, as substantially set forth in the Concept Plan dated October 27, 2009, revised through March 9, 2010, and further described in its application ZRTD 2009-0003, the development of the Property shall be in substantial conformance with the following conditions, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended. These proffer conditions are the only conditions offered on this rezoning, and the prior development conditions applicable to the Property, approved with SPEX 2002-0029 (Steeplechase Sportsplex) dated March 14, 2003 are hereby reaffirmed, provided that the proffers of this application, ZRTD 2009-0001, shall become effective only upon final approval of the Zoning Map Amendment application ZRTD 2009-0003 submitted by the Applicant.

1. CONCEPT PLAN

The development of the Property shall be in substantial conformance with Sheet 2 of 2 of the plan entitled "ZRTD 2009-0003: Steeplechase Sportsplex Zoning Conversion" dated October 27, 2009, revised through March 9, 2010, prepared by Bowman Consulting Group, Ltd. and incorporated herein by reference as Exhibit A. The sheet is more specifically identified as Sheet 2 of 2 – "Concept Plan." Sheet 2 of 2 shall control the general development, layout and configuration of the Property, provided that all requirements of the PD-OP zoning district of the Revised 1993 Zoning Ordinance must be complied with and will take precedence over the Concept Plan.

The undersigned hereby warrants that all the owners of any legal interest of the Property have signed the foregoing proffer statement, that he/she has full authority to bind the Property to these conditions, either individually or jointly with the other owners attaching their signatures hereto, and that the foregoing proffers are entered into voluntarily.

STEEPLECHASE SPORTSPLEX, LLC by

UNLESS THIS IS SIGNED ON BEHALF OF THE LLC BY ITS MANAGER, MANAGING MEMBER, OR SOLE MEMBER, APPLICANT SHAL PROVIDE DOCUMENTATION AS TO THE AUTHORITY OF THE SIGNER TO EXECUTE PROFFERS ON BEHALF OF THE LLC.

Signature: _____

Name: _____

Title: _____

Date: _____

County of Loudoun, Commonwealth of Virginia

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that _____, whose name is signed to the foregoing instrument, has acknowledged the same before me.

Subscribed and sworn to before me this _____ day of _____, 2010.

My Commission Expires:

Notary Public

Notary Registration #: _____

STATEMENT OF JUSTIFICATION

ZRTD 2009-0003 Steeplechase Sportsplex, LLC

Zoning Map Amendment Route 28 Tax District to Convert from 1972 PD-IP Zoning District to Revised 1993 PD-IP Zoning District for the “Dulles Sportsplex”

Tax Map #80-20, Lot 12; MCPI #031-46-0125

**November 10, 2009
March 10, 2010**

I. Introduction

Steeplechase Sportsplex, LLC, of Silver Spring, Maryland (hereinafter, the “Applicant”) is requesting a Zoning Map Amendment Petition in the Route 28 Tax District (hereinafter, “ZRTD”) for the zoning conversion of one lot (hereinafter, “Subject Property”) consisting of approximately 13.98 acres from the 1972 Loudoun County Zoning Ordinance (hereinafter, “1972 Zoning Ordinance”) to the Revised 1993 Loudoun County Zoning Ordinance (hereinafter, “1993 Zoning Ordinance”). Since the Applicant has not previously “opted in” or rezoned the Subject Property to the 1993 Zoning Ordinance, the Subject Property continues to be governed by the Planned Development—Industrial Park (hereinafter, “PD-IP”) provisions under the 1972 Zoning Ordinance. This rezoning request would permit the development of all principal and accessory PD-IP uses as permitted in the 1993 Zoning Ordinance.

The Subject Property is located on the east side of Atlantic Boulevard, south of Severn Way (Route 847), and west of the Peace Plantation subdivision in the Steeplechase Industrial Park, Section 2 in the Sterling area of the Potomac Election District of Loudoun County. The Subject Property is also located in the Route 28 Tax District, and is more particularly described as Tax Map #80-20, Lot 12, and MCPI #031-46-0125. The parcel bordering the Subject Property to the southeast is zoned “Planned Development Housing-6” (“PDH-6”) and contains the Peace Plantation residential subdivision, while the balance of the parcels bordering the Subject Property on all other sides are zoned PD-IP, and are either vacant or contain low-rise office or flex/industrial space. The Subject Property has previously been approved for a recreation facility under SPEX 2002-0029 (“Steeplechase Sportsplex”). One building—the Dulles Sportsplex—currently exists on the Subject Property, while the remainder is vacant. While there were a series of Special Exception conditions accompanying the original Dulles Sportsplex approval, the Subject Property is not subject to preexisting proffers or concept development plans.

II. Project Summary

The Applicant is requesting this rezoning to bring the Subject Property under the provisions of the 1993 Zoning Ordinance. The Applicant is also proposing this rezoning

application in accordance with policies stated in the Revised General Plan that encourage efforts to update properties from the 1972 Zoning Ordinance to the 1993 Zoning Ordinance. The Subject Property is located within the Sterling Community of the Suburban Policy Area. The Revised General Plan designates this area for “Keynote Employment,” which is intended to be office and research development centers supported by ancillary retail and personal service uses, and recommends a floor-area ratio (“FAR”) of up to 0.4 FAR for these uses. The Countywide Retail Policy Plan Amendment (CPAM 1996-0001) also applies to the Subject Property.

The Revised General Plan provides policy direction encouraging property owners within the Route 28 Tax District to rezone to the current zoning district regulations to provide consistent development patterns within the District. The Revised General Plan states that the County will look at incentives to encourage Route 28 Tax District landowners to opt into the 1993 Zoning Ordinance. The Proposed conversion to the 1993 Zoning Ordinance is appropriate for the Subject Property’s Keynote Employment designation. Further, it is anticipated that the Subject Property will be developed over time and continue uses supportive of the Keynote designation. This application also conforms with the Loudoun County Economic Development Commission’s Strategic Plan to encourage more zoning conversions to the 1993 Zoning Ordinance in the Route 28 Transportation Improvement District.

Although there are no definitive development plans proposed at this time, approval of this request will permit the Applicant to utilize a broader range of compatible land uses than is presently afforded under the 1972 Zoning Ordinance. If this application is approved, any future development plans on the Subject Property will thereafter be processed under the 1993 Zoning Ordinance, and the Applicant will provide the necessary submittal items to meet the requirements set forth in the Land Subdivision and Development Ordinance and Facilities Standards Manual during the site plan review process. Approval of this request will also permit the development of all principal and accessory uses under the PD-IP zoning district of the 1993 Zoning Ordinance.

III. Zoning Map Amendment Matters for Consideration

Section 6-1211(E) of the Loudoun County Zoning Ordinance requires that consideration be given to matters for reclassification of property to a different zoning district. The following considerations are applicable to the application, and are included below in bold typeface. The Applicant’s response to each matter is addressed in italics:

1) Whether the proposed zoning district classification is consistent with the Comprehensive Plan.

Rezoning the Subject Property from the 1972 Zoning Ordinance to the Revised 1993 Zoning Ordinance complies with policies set forth in the Revised General Plan. The Subject Property is located in the Suburban Policy Area and is planned for “Keynote

Employment” uses. The proposed industrial zoning complies with the policies set forth in the Revised General Plan, which identifies the need for high quality uses which complement the office and retail developments of Keynote Employment areas.

- 2) Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.**

In recent years the Dulles Town Center area and the Route 28 Transportation Improvement District have undergone significant development increases that have transformed the area into a bustling retail, commercial, and industrial crossroads. Developments such as Dulles Town Center, Dulles Crossroads, Cascades, and Woodland Park have fueled this transformation and aided Loudoun County residents by infusing retail, employment and tax income growth into the County. This zoning conversion of the Subject Property to the Revised 1993 Zoning Ordinance will aid in this transformation and continue the process of providing more economic development opportunities for the Subject Property.

- 3) Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate vicinity.**

The Subject Property is bordered on three sides by commercial and industrial property, which includes a shopping center, hotel, office building and flex/industrial uses. The industrial zoning proposed for the Subject Property properly conforms to the surrounding land uses and is not located adjacent to a residential neighborhood. The proposal is not changing the industrial use of the present Dulles Sportsplex, and with the exception of the Peace Plantation subdivision to the southeast, the area surrounding the Subject Property is approved and planned for commercial and industrial uses. This proposal would allow the development of any permitted and accessory uses listed in the PD-IP use list under the 1993 Zoning Ordinance.

- 4) Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.**

Adequate public facilities exist as to the uses that would be permitted on the Subject Property. No residences are proposed for the Subject Property and thus there will be no impact on the school system.

- 5) The effect of the proposed rezoning on the County's ground water supply.**

The Subject Property contains approximately 5.22 acres of major floodplain and is served by public water and sewer facilities. No negative impacts are anticipated on the County's groundwater supply.

6) The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.

No negative impacts are anticipated on the structural capacity of the soils. Soil characteristics of the Subject Property are referenced on the Existing Conditions Plat.

7) The impact that the uses permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic and traffic safety in the vicinity and whether the proposed rezoning uses have sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.

No negative impacts are anticipated on the volume of vehicular and pedestrian traffic safety through the rezoning of Subject Property. The Subject Property contains sufficient infrastructure to accommodate future development. Atlantic Boulevard is currently built to its ultimate design as called for in the Countywide Transportation Plan. The Subject Property will directly access Atlantic Boulevard, and will not adversely affect existing residential neighborhoods or school zones.

8) Whether a reasonably viable economic use of the subject property exists under the current zoning.

The permitted uses in the 1972 PD-IP zoning district do not appropriately reflect the wide range of economically viable options necessary to compete as a commercial/industrial use in 2008. Through updated zoning districts, Loudoun County has evolved to offer a wide range of commercial and industrial options for its ever growing and diversifying population. A zoning conversion to the Revised 1993 Zoning Ordinance would reflect this reality and allow the Subject Property to conform to contemporary Loudoun County zoning districts. The outdated permitted uses of the 1972 PD-IP zoning district include (Section 722.3.1 of the 1972 Zoning Ordinance):

- *Research, experimental, testing, and development activities*
- *Trans-shipment facilities*
- *The manufacture, processing, fabrication, assembly, and distribution of products such as, but not limited to: scientific and precision instruments, photographic equipment, communication, computation equipment, drugs, medicines, pharmaceuticals, household appliances, toys, sporting and athletic goods, die-cut paperboard and cardboard, glass products made of purchased glass, electric lighting and wiring equipment, service industry machines, lithographic and printing processes, industrial controls, radio and TV receiving sets, watches and clocks, bags and containers, sanitary paper products, optical goods, electrical machinery*

- 9) The effect of the proposed rezoning on the environmental or natural features, wildlife habitat, vegetation, water quality and air quality.**

The Subject Property includes limited tree cover and slopes ranging from 0 to 8 percent. The proposed zoning conversion will not result in the loss of natural features, wildlife habitat, or vegetation, nor will it adversely affect water or air quality.

- 10) Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.**

The proposed rezoning should have a positive fiscal impact on the County as it will allow the development of all PD-IP uses under the 1993 Zoning Ordinance.

- 11) Whether the proposed rezoning considers the needs of agriculture, industry, and businesses in future growth.**

The proposed rezoning considers the need of industrial and commercial businesses in future growth by opting into the Revised 1993 Zoning Ordinance to allow a variety of industrial and commercial uses. Agricultural uses are not anticipated in the future. Agricultural needs are not compatible with the location of the Subject Property due to the commercially developed surroundings and the amount of tree coverage on the Subject Property.

- 12) Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.**

As a result of recent land development activity in the County, the proposed conversion could generate an economic benefit to the County by providing businesses an opportunity to locate on a 1993 PD-IP property, which will provide a wider array of land use options than is currently provided.

- 13) Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.**

Commercial and industrial developments in proximity to the Subject Property promote an increased demand for similar development in the area. This proposed rezoning would not adversely affect property values and will likely increase adjacent property values once improvements are constructed on the Subject Property.

14) Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County and the capacity of existing and/or planned public facilities and infrastructure.

Future economic growth in Loudoun County depends on increasing the commercial/industrial space in which companies locate and in turn contribute to the tax base. According to U.S. Census Bureau estimates, the population in Loudoun County is expected to increase from 211,146 in 2003 to 311,785 in 2010. This 100,639-person increase in population will strain the existing commercial/industrial space unless additional space is constructed. Additional space will allow rent for commercial/industrial space to remain moderate and will spur continued economic development in the County. The proposed rezoning should have a positive fiscal impact on the County as it will allow the development of all PD-IP uses as permitted under the 1993 Zoning Ordinance.

15) The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.

There is no housing proposed for this project, therefore this provision is not applicable.

16) The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.

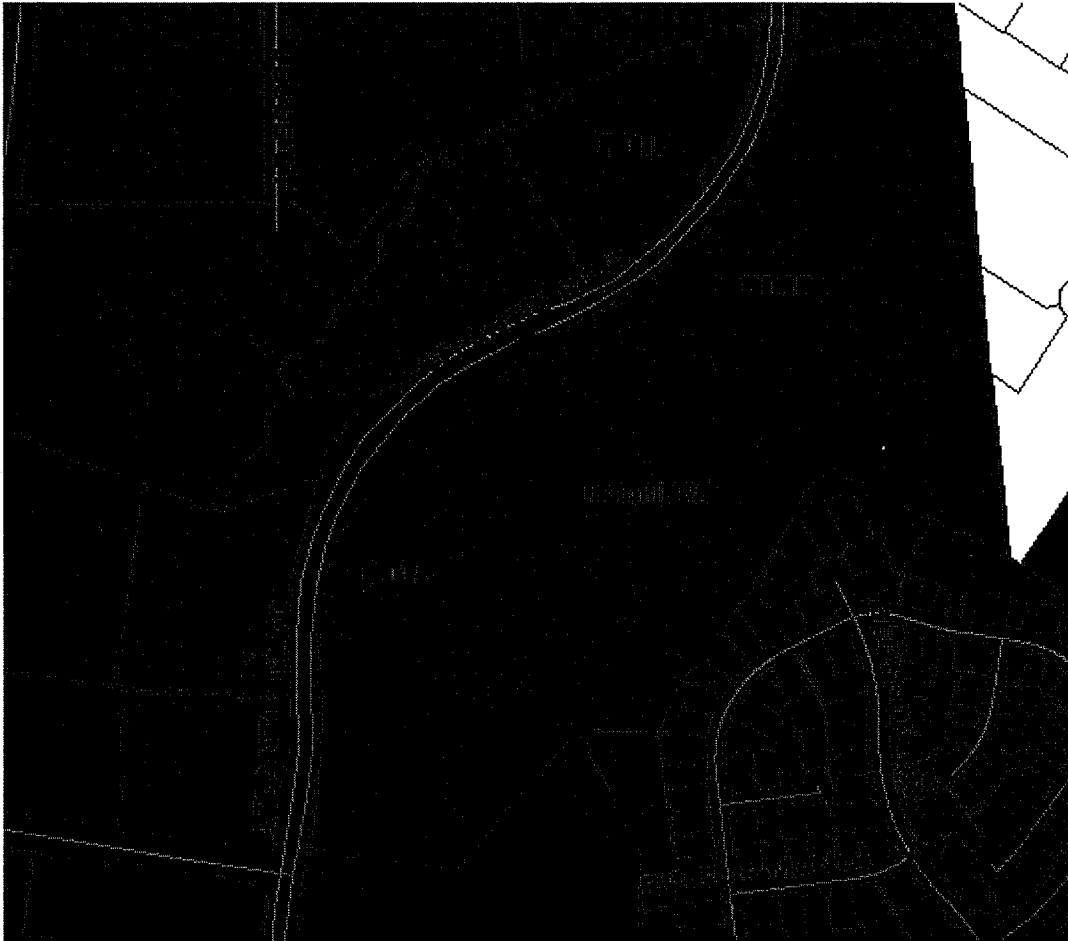
With exception of the existing tree cover on the Subject Property, the Subject Property contains no natural or scenic features of significant importance. It is unknown if any archaeological or historic features of significant importance exist, or have existed, on the Subject Property.

IV. Conclusion

Rezoning the Subject Property from the 1972 Zoning Ordinance to the Revised 1993 Zoning Ordinance will benefit the government, and local businesses in the Route 28 Tax District. The conversion of the Subject Property to the 1993 Zoning Ordinance is consistent with the 1993 Zoning Ordinance and the Revised General Plan and would allow commercial, light industrial, and office uses.

SUBJECT PROPERTY VICINITY MAP

21610 Atlantic Boulevard, Sterling, Virginia 20166



ZONING (CURRENT)

- ☐ PDGI
- ☒ PDH6
- ☒ PDIP